

No: 1338409

THE COMPANIES ACT 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

EBBW VALE CONSORTIUM LIMITED

Passed on the 26<sup>th</sup> April 1989

At an Extraordinary General Meeting of the Company held on the  
26<sup>th</sup> April 1989 the following Resolution was duly passed as  
a Special Resolution of the Company:-

THAT:

The regulations contained in the document produced to the Meeting and for the purpose of identification signed by the Chairman thereof be and they are hereby adopted as the Articles of Association of the Company in the substitution for and to the exclusion of all existing Articles thereof.

DATED this 26<sup>th</sup> April 1989

*Howard T. Burtin*  
Chairman

CRESN743.059



COMPANY NO. 1338409

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Howard T. Bilton

THE COMPANIES ACT, 1948 TO 1976

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

EBBW VALE CONSORTIUM LIMITED

(As altered by Special Resolution passed on the 26<sup>th</sup> day of April 1989)

PRELIMINARY

1. Save in so far as they are excluded or varied hereby the Regulation contained or incorporated in Part 11 of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall otherwise be construed as referring to those contained in Part 1 thereof.
2. Regulations 3, 24, 60, 71, 75, 77, 87 to 97 (inclusive) and 136 of Table A shall not apply to the Company.

SHARES - Eligible Shareholders

3. (A) The whole of the unissued shares of the Company for the time being (whether part of the original or any additional capital) shall be under the control of the Directors who may grant options over, allot, issue, or otherwise dispose of the same to such persons who shall be eligible to be Members of the Company and on such terms and conditions as the Directors may think fit and Regulation 2 of Table A shall be read subject to this

Article PROVIDED ALWAYS that unissued shares in the capital of the Company (whether part of the original or additional capital) shall not be issued otherwise than equally amongst the Members of the Company or in such other manner as will ensure that immediately after such issue each Member of the Company holds an equal number of shares in the capital of the Company.

Only:

- (i) Persons (which expression shall for the purpose of these Articles include partnerships corporate bodies and limited companies) who lawfully conduct a retail pharmacy business under the provisions of the Medicines Act 1968 within a  $\frac{1}{2}$  mile of the Ebbw Vale Health Centre and who are engaged full time or part time in contract with the Gwent Family Practitioner Committee (or such other body as may from time to time take over the functions of such committee) to provide pharmaceutical services pursuant to Part IV of the National Health Service Act 1946 as amended by the National Health Service Reorganisation Act 1973 or
- (ii) Pharmacists employed by the Company as the Manager of the pharmacy at the said Health Centre shall for the purposes of these Articles be eligible to be Members of the Company.

#### TRANSFER OF SHARES

- 4. A. Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- B. Subject to the provisions of Article 4c hereof:
  - (i) If any Shareholder:
    - (a) dies or
    - (b) ceases to be eligible to be a Shareholder in accordance with the provisions of Article 3B hereof or
    - (c) commits any act of bankruptcy, enters into arrangement with his creditors or enters into liquidation (whether voluntarily or compulsorily) otherwise than for the purpose of amalgamation or reconstruction

(d) sells his retail pharmacy business otherwise than in accordance with paragraph D of this Article 4, such Shareholder or his representative ("the Outgoing Member") shall give irrevocable notice in writing to the Company ("the Transfer Notice") within 28 days of the occurrence of any one or more of the above events that he desires to transfer his entire Shareholding ("the Shares") in the Company. If such Shareholder fails to give the Company a Transfer Notice within the said 28 days the Company shall be deemed to have received the same on the last day of such period. The Transfer Notice shall upon receipt (actual or deemed) constitute the Company as the agent of the Outgoing Member for the sale of the Shares in the terms of this Article at a price to be agreed between the Outgoing Member or his representative and the Directors of the Company and in default of such agreement at such price as the Auditors for the time being of the Company shall certify in writing to be a fair price for the Shares at the date of the Transfer Notice to be calculated on the basis that the Shares are to be sold by a willing Vendor to a willing Purchaser.

(ii) The Shares shall immediately upon receipt of such Transfer Notice be offered by the Directors:

(a) firstly to the remaining Shareholders (equally) and the offer shall in each case specify a date not exceeding 28 days from the date of the offer and if such offer has not been accepted before such date it shall be deemed to have been declined;

- (b) thereafter the Directors shall offer such of the Shares as have not been allocated under the provisions of sub-paragraph (a) above to any Shareholder who has indicated in his reply to such offer that he desires to be allocated shares in excess of his proportion (and if any more than one such Shareholder shall so notify the Directors such shares shall be offered equally amongst such Shareholders); and if all the Shareholders do not claim their proportions the unclaimed shares shall be used for satisfying the claim in excess equally amongst such claimants;
- (c) if any of the shares offered in accordance with either sub-paragraph (a) or (b) above are not capable without fractions of being offered to the remaining Shareholders in the proportions set out in such sub-paragraphs the same shall be dealt with in such manner as may be determined by the Directors in their absolute discretion;
- (d) thereafter the Directors shall offer such of the Shares as have not been allocated under the provisions of sub-paragraphs (a) and (b) above to such other person or persons who are eligible and willing to purchase such shares or any of them as the Directors may select as persons whom it is desirable in the interests of the Company to admit to membership in such proportions and in such manner as the Directors may determine.

(iii) In the event of the Directors finding a Shareholder or other eligible person (or persons) willing to purchase the Shares or any of them in terms of this Article the Outgoing Member shall be bound forthwith upon receipt of a notice to that effect from the Company to execute and deliver a transfer or

transfers in respect of the Shares in exchange for the price and failing his doing so within seven days of such notice the Directors shall be entitled to sign a transfer or transfers for and on behalf of the Outgoing Member and enter the name of the transferee or transferees in the Register of Members.

- (iv) In the event of the Directors not finding a Shareholder or other eligible person or persons willing to purchase the Shares or any of them in terms of this Article within 12 calendar months from the date of receipt (actual or deemed) of the relevant Transfer Notice the Directors shall be obliged to transfer such Shares as have not at that time been allocated to such eligible person as the the Outgoing Member may specify.

- C. Where a Founder Member of the Company is obliged by Article 4B(i) to give to the Company a Transfer Notice because he ceases to be eligible to be a Shareholder either as a result of his discontinuing his retail pharmacy business

- (i) upon retirement or  
(ii) for any other reason except one of those outlined in Article 4B(i) and the said retail pharmacy business ceases to trade

the said period of 28 days (referred to in sub-paragraph B(i) of this Article 4) shall be replaced by the period of five years PROVIDED ALWAYS that this paragraph shall not apply if such Founder Member sells his retail pharmacy business in accordance with paragraph D of this Article 4. For the purpose of these Articles the following persons shall be deemed to be Founder Members:

**BOOTS THE CHEMISTS LIMITED**

**NATIONAL CO-OPERATIVE CHEMISTS LIMITED**

- D. (i) Subject to sub-clause (ii) below a Shareholder shall be entitled upon the sale of any Retail Pharmacy

Business which is owned by him and which entitled him to be eligible to be a member of the Company to offer for sale the whole of his shareholdings in the Company to such person or persons who shall:

(a) acquire such Shareholder's Retail Pharmacy Business and

(b) be eligible to be a member of the Company in accordance with Article 3B above

("the Proposed Purchaser") at such price as may be agreed between such Shareholder and the Proposed Purchaser and if the Proposed Purchaser subsequently accepts such offer the Directors shall not decline to register the transfer of such shares to the Proposed Purchaser.

(ii) Such Shareholder shall only be so entitled if:

(a) he is not under any obligation to give to the Company a Transfer Notice in accordance with Article 4B(i) above and

(b) all the remaining Shareholders previously agree to the making of such offer and

(c) any such offer to sell the whole of his shareholding in the Company shall be made conditional upon the completion of the sale of such Retail Pharmacy Business

E. The restrictions on transfer contained in this Article shall not apply to any transfer in the following cases (and the Directors shall not decline to register such transfers) provided the proposed transferee is eligible to be Member of the Company:

(i) Any transfer approved in writing approved by all Members of the Company;

(ii) Any transfer by a corporate member to an Associated Company (which expression shall include for the purposes of these Articles any Holding Company or Subsidiary of such corporate member and any other Subsidiary of any such Holding Company);

(iii) Any transfer by a corporate member to a company formed to acquire the whole or a substantial part of the undertaking and assets of such corporate member as part of a scheme of amalgamation or reconstruction.

F. Except as provided above the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares.

G. A transfer of a fully paid share need not be executed by or on behalf of the transferee and Regulation 22 of Table A as amended by the Companies Act 1967 shall be modified accordingly.

H. For the purpose of this Article where any person is unconditionally entitled to be registered as the holder of a share he and not the registered holder of such share shall be deemed to be a Member of the Company in respect that Share.

#### LIEN

5. In Regulation 11 of Table A the words "(not being a fully paid share)" and the words "(other than a fully paid share)" shall be deleted.

#### PROCEEDINGS AT GENERAL MEETING

6. A. The words "one member" shall be substituted for the words "two members" in Regulation 58(b) of Table A.

B. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in Regulation 58 of Table A.

C. The Chairman of the Company shall not have a second or a casting vote

#### DIRECTORS

7. A. Upon the entering of the name of any person (other than a Subscriber) as a Shareholder in the Register of Members of the Company that person shall ipso facto be appointed a Director of the Company and shall continue to hold such office subject to Article 11 hereof;



- B. No person other than those referred to in paragraph A above and a pharmacist employed by the Company as the Manager of the Pharmacy at the said Health Centre may be appointed a Director of the Company.
  - C. Except as provided in this Article no share qualification for directors shall be required.
  - D. If any Director ceases to be a Director of the Company for any reason whatsoever he shall be entitled to retain his share or shares in the Company together with all rights attached thereto PROVIDED ALWAYS that he or his representative is not under any obligation to give to the Company a Transfer Notice in accordance with Article 4B(i) hereof.
  - E. At meetings of Directors the Chairman thereof shall not have a second or a casting vote
8. The words "in General Meeting" shall be inserted after the words "unless the Company" in Regulation 78 of Table A.

#### POWERS AND DUTIES OF DIRECTORS

9. Paragraphs (2) and(4) of Regulation 84 of Table A shall not apply to the Company. A Director of the Company may, notwithstanding his interest, vote in respect of any contract, proposed contract or arrangement which he is interested and, if present, may be counted in the quorum at any meeting of the Directors at which any such contract, proposed contract or arrangement shall come before the Board for consideration.

10. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or any of its Associated Companies or who are or were at any time Directors or Officers of the Company or any of its Associated Companies, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or any of its

Associated Companies or any such person as aforesaid and do any matters aforesaid either alone or in conjunction with any such Associated Companies SUBJECT ALWAYS, if the Statutes shall so require, to particulars in respect of the proposed payment being disclosed to the Members of the Company and to the proposed payment being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for.

#### REMOVAL OF DIRECTORS

11. A Director may be removed from his office as Director of the Company:

- (1) If by notice in writing to the Company he resigns the office of Director;
- (2) If he commits any act of bankruptcy, enters into any arrangements with his creditors or enters into liquidation (whether voluntarily or compulsorily) otherwise than for the purposes of amalgamation or reconstruction;
- (3) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of The Companies Act 1948;
- (4) If he becomes of unsound mind;
- (5) If he ceases to be eligible to be a Member of the Company in accordance with the provisions of Article 3B hereof;
- (6) If he shall have attained the age of 70 unless in each year during which the Director in question is over the age of 70 it shall be resolved by all of the members present at a General Meeting of the Company that such Director shall continue in office.

#### ALTERNATE DIRECTORS

12. Each Director shall have the power to appoint any other person (whether a Director of the Company or not) to act as an Alternate Director in his place during his absence and may at his discretion remove such Alternate Director. A person so appointed shall (except as regards power to appoint an Alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each Alternate Director, while so acting,

shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting also as an Alternate Director shall have an additional vote for each Director for whom he acts as an Alternate Director. If an appointor of an Alternate Director ceases for any reason to be a Director of the Company such Alternate Director shall ipso facto cease to be an Alternate Director.

#### ACCOUNTS

13. In Regulation 127 of Table A the words "and shall only have effect subject and without prejudice to the provisions of Section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

#### INDEMNITY

14. Every Director or other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil, or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under The Companies Act, 1948 to 1976 in which relief is granted to him by the Court and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto PROVIDED ALWAYS that this Article shall only have effect insofar as its provisions are not avoided by Section 205 of The Companies Act 1948.

15. A Resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a Committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a Committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a Resolution signed by an Alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an Alternate Director, it need not also be signed by the Alternate Director in that capacity.

16. A Resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at the General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

No:

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THE COMPANIES ACT 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

EBBW VALE CONSORTIUM LIMITED

Passed on the *26th* April 1989

At an Extraordinary General Meeting of the Company held on the  
*26th* April 1989 the following Resolution was duly passed as  
a Special Resolution of the Company:-

THAT:

With effect from the time of the passing of this resolution the directors be unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot relevant securities (as defined in that Act) up to the amount of the authorised share capital of the Company at the time of the passing of this resolution at any time or times during the period of 5 years from the date hereof to Boots The Chemists Limited.

DATED this *26th* April 1989

*Howard T. Bilton*  
Chairman

CRESN743.059

